

NOTICE OF AGREED ASSIGNMENT OF RIGHTS

This Assignment of Rights is hereby between TKO Boxing Promotions, LLC., ("TKO"), and Top Rank, Inc. ("Top Rank"). This Assignment is set forth pursuant to the contractual provisions of the existing Agreement ("Agreement") dated June 30, 2011 between Top Rank and TKO.

Promoter, TKO, shall assign, license and transfer any and all rights granted to it as set forth in the Agreement. These rights shall be assigned, licensed and transferred to MIDDENDORF SPORTS ("Assignor") 4111 Saul Road, Kensington, MD 20895.

This Assignment of Rights is agreed to by TKO and the Assignor and is further ratified and agreed to by any agents, representatives, managers or employees of the aforementioned parties.

This Assignment of Promotional is effective immediately.

In conjunction hereto, TKO hereby agrees to indemnify and hold harmless Top Rank, from any and all claims, suits, actions, proceedings, expenses (including reasonable attorney's fees) and damages arising from any actual or claimed representations or covenants that directly relate to this Agreed Assignment.


TKO BOXING PROMOTIONS, LLC.

Date: July 19, 2011